

HULLIHEN WILLIAMS MOORE
CHAIRMAN

CLINTON MILLER
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

April 25, 2003

J MICHAEL SLOCUM
6225 BRANDON AVE STE 310
SPRINGFIELD, VA 22150

RE: AF International, L.L.C.
ID: S096206 - 0
DCN: 03-04-22-4067

Dear Customer:

This is your receipt for \$100.00 covering the fees for filing articles of entity conversion with this office.

The effective date of the certificate of entity conversion is April 25, 2003. When the certificate is effective, AF International, Ltd. is converted to a limited liability company organized under the laws of this Commonwealth with the following name:

AF International, L.L.C.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CNVRLRCT
CNVR
CIS0436

Tyler Building, 1300 East Main Street, Richmond, VA 23219-3830
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.state.va.us/scc/division/clk
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-8206

S096206 - 0

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

April 25, 2003

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

AF International, Ltd.

to comply with the requirements of law and confirms payment of all required fees.

Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission effective April 25, 2003.

When the certificate becomes effective, AF International, Ltd. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

AF International, L.L.C.

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

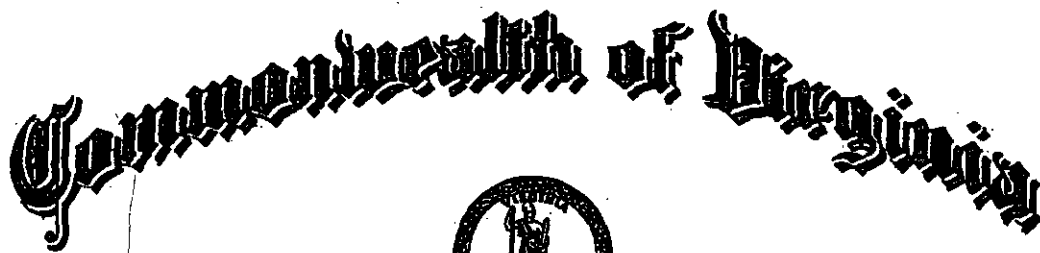
STATE CORPORATION COMMISSION

By



Commissioner

CNVRLACT
CIS0436
03-04-22-4067



STATE CORPORATION COMMISSION

Richmond, April 25, 2003

This is to certify that the certificate of entity conversion of

AF International, L.L.C.

was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: April 25, 2003



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

**ARTICLES OF ENTITY CONVERSION
OF
AF INTERNATIONAL, LTD.**

The undersigned corporation, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following articles of entity conversion and sets forth as follows:

1. The name of the corporation immediately prior to the filing of these articles of entity conversion is **AF International, Ltd.** The corporation shall convert to a Virginia limited liability company and its name shall be **AF International, L.L.C.**

2. Upon incorporation of **AF International, Ltd.**, Ayal Frank, the initial, and sole, director of the corporation determined it would be in the company's best interests to be a limited liability company rather than a corporation. No stock was issued in the corporation. As the company has not yet begun to conduct business, it has no assets or liabilities; therefore, no assets or liabilities will transfer to the new limited liability company.

3. As there are no shareholders of the corporation, the plan of entity conversion was adopted by the action of Ayal Frank, the initial and sole director of the corporation.

The undersigned declares that the facts herein stated are true as of January 31, 2003.


Ayal Frank, Initial and Sole Director
of **AF International, Ltd.**

ARTICLES OF ORGANIZATION

OF

AF International, L.L.C.

We hereby associate to form a limited liability company under the provisions of Chapter 12 of Title 13.1, of the Code of Virginia, and to that end set forth the following:


(a) The name of the Company is AF International, L.L.C.

(b) The purposes for which the company are organized are the transaction of any and all lawful business, not required to be specifically stated in these Articles of Organization, for which companies may be incorporated under the Code of Virginia and not inconsistent with the laws of Virginia under which the company is organized.

(c) The name of the limited liability company's initial registered agent is J. Michael Slocum, who is a resident of Virginia, whose business office is the same as the registered office of the company, and who is a member of the Virginia State Bar.

(d) The limited liability company's initial registered office address, which is identical to business office of the initial registered agent, is 6225 Brandon Avenue, Suite 310, Springfield, Virginia 22150. The name of the county in which the initial registered office is located is Fairfax.

(d) The post office address of the principal office of the limited liability company is 1600 South Joyce Street, #1619, Arlington, Virginia 22202.


Ayal Frank, Organizer

Dated: January 31st, 2003

ARTICLES OF INCORPORATION

OF

AF International, Ltd.

We hereby associate to form a stock corporation under the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

- (a) The name of the corporation is **AF International, Ltd.**
- (b) The purposes for which the corporation are organized are the transaction of any or all lawful business, not required to be specifically stated in these Articles of Incorporation, for which corporations may be incorporated under the Virginia Stock Corporation Act and not inconsistent with the laws of Virginia under which the corporation is organized.
- (c) The aggregate number of shares which the corporation shall have authority to issue and the par value per share are as follows:

Class and Series	Number of Shares	Par Value Per Share
Common	5,000	\$1.00

- (d) Full preemptive rights are reserved.
- (e) The post office address of the initial registered office is 6225 Brandon Avenue, Suite 310, Springfield, Virginia 22150. The name of the county in which the initial registered office is located is Fairfax. The name of its initial registered agent is J. Michael Slocum, who is a resident of Virginia, whose business office is the same as the registered office of the corporation, and who is a member of the Virginia State Bar.

INITIAL BOARD OF DIRECTORS

- (f) The number of directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as initial Director is:

Ayal Frank
1600 Joyce Street, #1619
Arlington, Virginia 22202



J. Michael Slocum, Incorporator

Dated: May 17, 2002

AF International, Ltd.

**Action Constituting Annual Meeting of All of the
Directors of AF International, Ltd.**

The undersigned, being all of the sole director of AF International, Ltd., a Virginia corporation, does hereby execute, effective February 1st, 2003, this consent in writing to the following actions taken by him and serving as the initial meeting of the directors of the corporation as required by statute and the by-laws of the corporation.

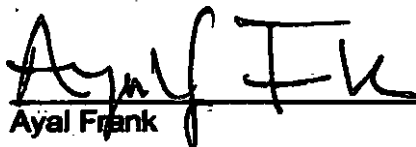
The following person is elected to serve as the sole officer of the corporation during its existence:

Ayal Frank

It has been determined that it is in the best interests of the contemplated business to form as a limited liability company rather than a corporation. Therefore, no stock will be issued in the existing corporation and the President of the corporation is instructed to take all steps necessary to convert the corporation to a limited liability company. As the company has not yet formally begun to do business, there are no assets or liabilities which will need to be transferred to the new limited liability company.

This consent to the foregoing action was agreed to by the sole director before any action was taken.

No further action is taken or hereby consented to.


Ayal Frank

Being all of the sole director of
AF International, Ltd.